

RECORDATION NO. 17892-I FILED 1425

**MEMORANDUM
OF MASTER EQUIPMENT LEASE AGREEMENT**

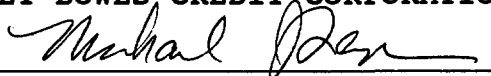
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INTELLIGENCE COMMERCIAL COMMISSION

On the date hereof, the parties hereto entered into that certain Master Equipment Lease Agreement No. 1801174 (the "Lease Agreement") dated as of April 24, 1992, and that certain Lease Schedule No. 811 attached and incorporated by reference thereto, by and between Pitney Bowes Credit Corporation ("Lessor"), having a place of business located at 201 Merritt Seven, Norwalk, Connecticut 06856-5151, and ConAgra, Inc. ("Lessee"), having its principal place of business located at One Conagra Drive, Omaha, Nebraska 68102, pursuant to which Lessor has leased to Lessee the Equipment described on Exhibit A hereto, subject to the terms and conditions of said Lease Agreement.

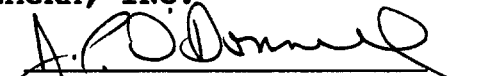
IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum to be duly executed in its respective corporate name by an officer duly authorized and hereby declares pursuant to 28 U.S.C. 1746 under penalty of perjury that this Memorandum is a true and correct document and was executed as of this 30th day of March, 1995.

PITNEY BOWES CREDIT CORPORATION

BY: 

ITS: MICHAEL J. LEYH
Vice President
Credit/Operations

CONAGRA, INC.

BY: 

ITS: J. P. O'Donnell
**Vice President-Finance
and Treasurer**

EXHIBIT A

Thirty-Five (35) Trinity 25,498 Gallon Coiled and Insulated Railroad Tank Cars 110 1/4 ID, DOT 111A100W1, Model 30-255-5 with reporting marks CAGX 950153 to and including CAGX 950187.

State of Connecticut)
) SS:
County of Fairfield)

Signature of Notary Public

AIDA VELAZQUEZ
NOTARY PUBLIC
MY COMMISSION EXPIRES OCT. 31, 1999

Seal

CORPORATE FORM OF ACKNOWLEDGEMENT

State of Nebraska)
) SS:
County of Douglas)

On this 30th day of MARCH, 1995, before me personally appeared J.P. O'Donnell, to me personally known, who being by me duly sworn, says that he is the V.P. - Finance and Treasurer of ConAgra, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Jill R. Whaley
Signature of Notary Public

My commission expires August 3, 1997

Seal

